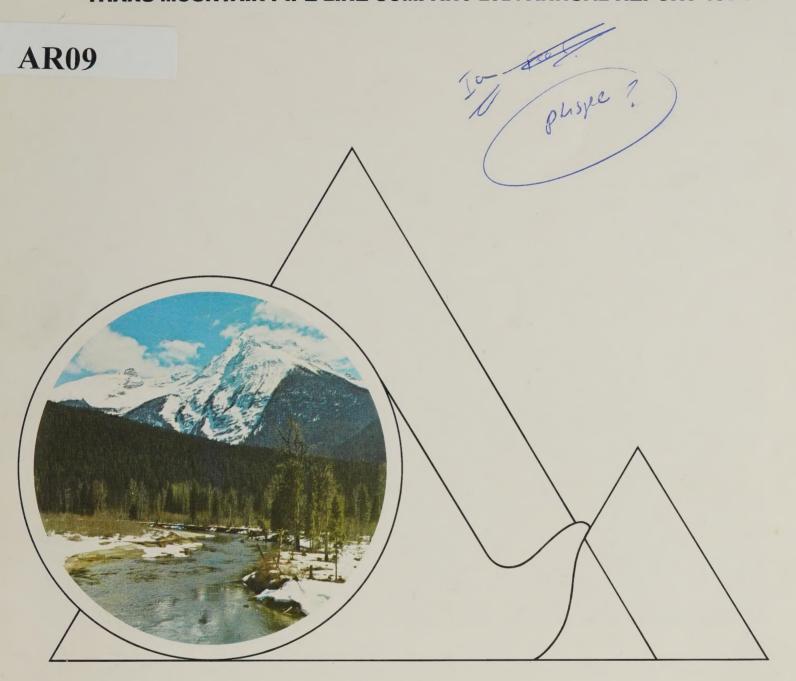
TRANS MOUNTAIN PIPE LINE COMPANY LTD. ANNUAL REPORT 1974



1974 HIGHLIGHTS

OIL MOVEMENTS	1974	1973	Increase (Decrease) from 1973
Deliveries (barrels per day)	376,430*	395,343*	(4.8%)
Barrel miles (millions)	87,540	90,829	(3.6%)

^{*}Including propane and jet fuel



Skilled technicians are one of our greatest assets. In the interest of maximum efficiency, the upgrading and maintenance of the pipeline system is a never-ending process. This picture at Edmonton Terminal shows Sr. Electrical and Instrument Supervisor Jim Jordan and Sr. Instrument Technician Al Harrington installing new electric valve operators on the blending system.

FINANCIAL	1974	1973	Increase (Decrease) from 1973
Revenue	\$52,041,613	\$53,231,225	(2.2%)
Expense	21,976,915	21,701,852	1.3%
Earnings (after income taxes)	14,351,698	15,624,373	(8.1%)
Per share	1.89	2.06	
Dividends			
Per share	1.20 + .05	1.175 + .075	
Long term debt	Nil	2,000,000	
Capital expenditures	1,268,860	6,151,401	
Fixed assets at cost	162,965,232	162,216,131	

TRANS MOUNTAIN PIPE LINE COMPANY LTD. TWENTY-FOURTH ANNUAL REPORT



Alberta's major oilfields are connected to the Trans Mountain Edmonton Terminal by eleven gathering pipelines of other companies.

This aerial view shows the terminal pump station, the manifold and blending system area and the 24 inch main line at the far end of the station.

The pipeline is in its 22nd year of operation, providing a steady flow of petroleum energy for the thirsty markets of the Pacific Northwest.



DIRECTORS

L. P. BLASER Senior Vice-President, Gulf Oil Canada Limited R. L. BRIDGES Partner, Thelen, Marrin, Johnson & Bridges P. GORDON Vice-President, Manufacturing and Supply and Director, Shell Canada Limited

J. H. HAMLIN Senior Vice-President and Director. Imperial Oil Limited

E. C. HURD

President, Trans Mountain Pipe Line Company Ltd.

*J. G. LIVINGSTONE Senior Vice-President and Director. Imperial Oil Limited

*A. M. McGAVIN

Chairman of the Board, McGavin Toastmaster Limited *G. B. McLEAN President and Managing Director,

Standard Oil Company of British Columbia Limited B. E. MILNER

Vice-President, Atlantic Richfield Company

OFFICERS

E. C. HURD. President

K. L. HALL, Vice-President — Operations

K. M. LEASK, Vice-President — Treasurer

G. A. IRVING, Secretary

A. A. GOULSON, Assistant Treasurer

G. F. REEKS, Assistant Secretary

J. G. TORRANCE, Assistant Secretary

HEAD OFFICE

400 East Broadway, Vancouver, British Columbia, Canada V5T 1X2

TRANSFER AGENT AND REGISTRAR

National Trust Company, Limited Vancouver, Calgary, Edmonton, Winnipeg, Toronto and Montreal

AUDITORS

Price Waterhouse & Co. Vancouver, British Columbia, Canada

ANNUAL MEETING OF SHAREHOLDERS

April 17, 1975 - 10:00 A.M. Social Suite, Vancouver Hotel, Vancouver, British Columbia

^{*}Member of Audit Committee

REPORT TO THE SHAREHOLDERS

Deliveries of petroleum in 1974 averaged 362,321 barrels daily, some 5% lower than in 1973. Deliveries for the first quarter of 1975 are expected to be about 323,000 barrels daily.

FINANCIAL

Consolidated earnings were \$14,352,000 for 1974 or \$1.89 per share after provision for income tax of \$15,713,000 which includes \$740,000 (almost ten cents per share) as the result of the imposition of a 10% surcharge on Federal income tax effective May 1, 1974. Dividends totalling \$1.25 per share were paid during the year.

Operating revenues and income from short term investments totalled \$52,042,000 down some 2.2% from the previous year.

Operating expenses were marginally higher than in 1973, in spite of the slightly lower throughput, due largely to further increases in the unit cost of fuel and power. Continued rising costs of materials, wages and benefits and an increase of almost 14% in taxes other than income tax added to the charges against revenues. A substantial reduction in interest on long term debt was an off-setting factor.

The debt of \$7,000,000 outstanding at the end of 1973 was paid off during 1974 leaving the company now free of long term debt. This puts the company in a good position to support other investments as they can be developed and, of course, in the meantime interest expense is eliminated.

Capital expenditures in 1974 were \$1,269,000 which included \$450,000 to meet new environmental standards. 1975 capital expenditures are expected to be at about the same level as in 1974.

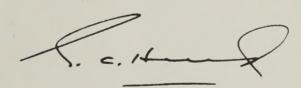
GENERAL

There continue to be uncertainties as to the level of exports of petroleum through the company's system over the next few years. Following the hearings conducted in April and May 1974 by the National Energy Board exports of crude oil from Canada have been limited to a total of 800,000 barrels per day commencing January 1, 1975 and indications are that a further reduction to 650,000 barrels per day may become effective in mid-1975. On the basis of the current geographic distribution of these exports average throughputs of about 310,000 barrels per day are expected for the first half of 1975 and perhaps a further reduction of some 35,000 barrels per day in the second half of the year. As we expect a phasing out of tanker movement of oil from the westcoast to eastern Canada our forecast does not include a repetition of last year's tanker loadings. However, should such requirements or other unusual demands that could be caused by interruption of world crude oil supply from traditional sources develop again this year, the pipe line system is efficient and well maintained and we can respond up to our installed capacity of 410,000 barrels per day. Continued emphasis is being given to minimizing operating expense.

Recent discoveries of oil in the Mackenzie delta

and Beaufort Sea area of Canada's arctic have reinforced the industry's belief that reserves exist in that region of sufficient size to support a pipe line system. Thus Trans Mountain has joined with Gulf Oil Canada Limited, Imperial Oil Limited, Interprovincial Pipe Line Limited, and Shell Canada Limited in the formation of Beaufort-Delta Oil Project Ltd., for the purpose of doing the study and developmental work necessary to support an application for the right to build a pipe line system from the Beaufort delta area to connect with existing pipe line systems in central Alberta. This work is expected to take about two years at a cost of some ten million dollars of which Trans Mountain's share will be one fifth. This work and the results of continuing exploratory drilling in the area during the next two years will enable decisions to be made as to the timeliness of construction of the pipe line system and Trans Mountain's participation in it.

Again in 1974 much credit is due to the employees in all departments for their loyalty and effective contribution to a successful year.



President

Vancouver, B.C. February 3, 1975



Vice-President — Secretary Jack H. McQuarrie was fatally stricken with a heart attack on July 29th, 1974, in his 65th year.

For 21 years, Jack was a cornerstone in the management of the Trans Mountain organization. He was a man with a real zest for living and his enthusiastic approach to any job at hand was contagious to all who were in contact with him. The directors join with his fellow employees in extending their sympathy to his family.

OIL MOVEMENTS

DELIVERIES BY DESTINATIONS		1974		1973		1972	
	Barrels per day	%	Barrels per day	%	Barrels per day	%	
Vancouver refineries	116,002	30.8	115,439	29.2	104,342	26.4	
Washington refineries	201,784	53.6	257,118	65.1	276,486	70.1	
Westridge tankers (propane)	8,014	2.1	8,010	2.0	9,476	2.4	
Westridge tankers (crude)	44,535	11.9	9,233	2.3	_	_	
Vancouver Airport (jet fuel)	6,095	1.6	5,543	1.4	4,408	1.1	
	376,430	100.0	395,343	100.0	394,712	100.0	

Natural gas liquids, in the form of condensate and butane, represented approximately 5.2% of the total volume transported. In 1973 these accounted for about 4.5% of the volume.

DELIVERIES BY CALENDAR QUARTERS	Barrels Per Day			
	1974	1973	1972	
Petroleum				
First Quarter	408,946	388,626	380,094	
Second Quarter	371,858	359,472	374,029	
Third Quarter	331,242	385,855	385,906	
Fourth Quarter	338,356	393,114	383,200	
Propane				
First Quarter	7,558	9,010	10,502	
Second Quarter	9,820	5,942	8,215	
Third Quarter	8,801	8,271	7,651	
Fourth Quarter	5,885	8,816	11,533	
Jet Fuel				
First Quarter	5,457	4,903	3,364	
Second Quarter	5,643	5,727	4,497	
Third Quarter	6,991	5,948	5,358	
Fourth Quarter	6,270	5,582	4,401	

Total deliveries for the first quarter of 1975 are expected to average 335,000 barrels per day.

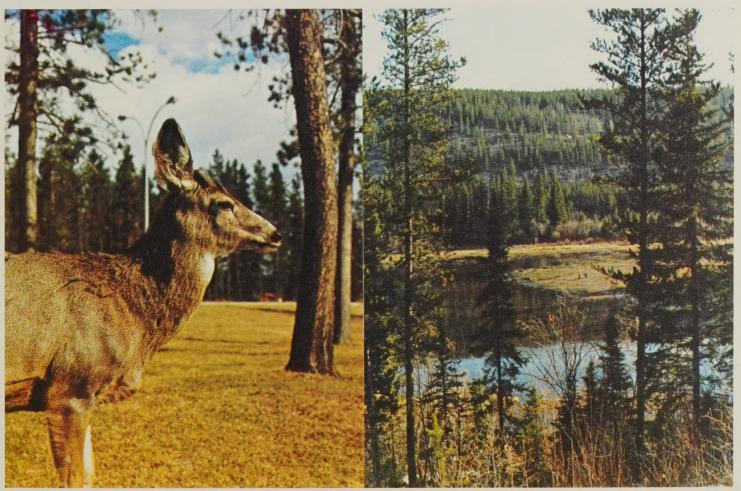
SUMMARY OF OIL RECEIVED	Barrels Per Day			
	1974	1973	1972	
Petroleum				
Edmonton	305,699	313,505	311,200	
Edson	25,464	26,970	26,161	
Kamloops	32,335	40,670	45,528	
	363,498	381,145	382,889	
Propane	,			
Westridge	8,242	8,258	8,782	
Jet Fuel				
Vancouver refineries	6,104	5,545	4,413	
STATISTICS FOR COMPARATIVE PURPOSES	1974	1973	1972	
Barrel miles (millions)	87,540	90,829	89,948	
Average length of haul (miles)	662	652	645	



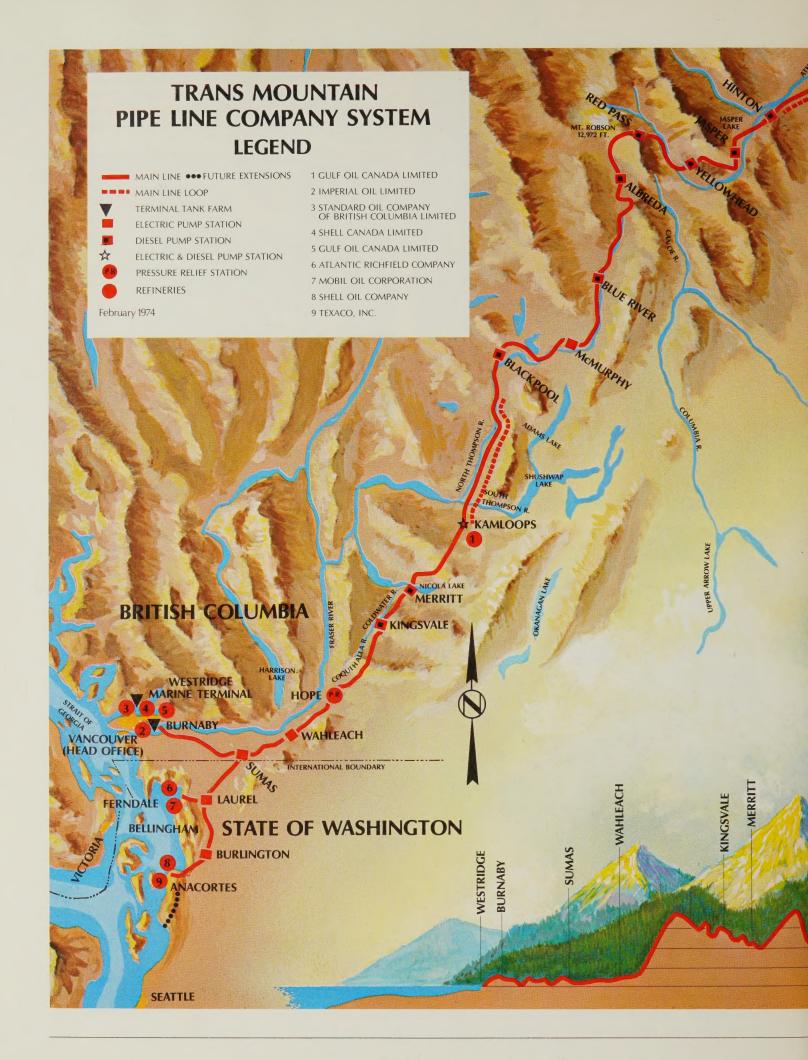
A helicopter is used to patrol the pipeline right-of-way between Edmonton and the Pacific coast. The Kamloops-based aircraft makes alternate trips east and west each week. It is equipped with a two-way radio, a part of the company's communications system, keeping the pilot and observers in direct contact with every location at all times.

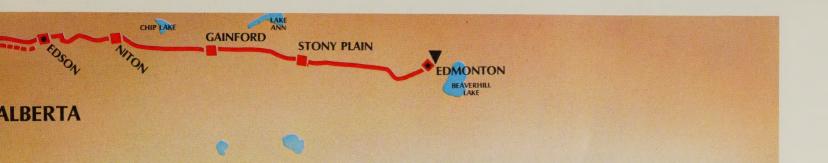


There are four master stations in the pipeline system, each having remote control of a number of other stations. With this electronic console in the Kamloops station control room the operator has full control of his and six other stations.



Observers on patrol of the pipeline right-of-way are provided with many opportunities to see wild game. Deer, elk, moose, bear and wolves are not uncommon sights, especially in the sanctuary of Jasper National Park.



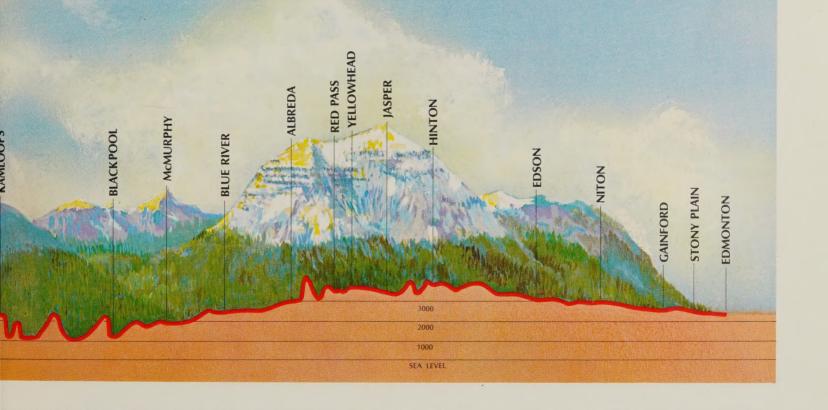


The Trans Mountain pipe line was built as a result of the major oil discoveries made in Alberta in 1947. Its function is to transport crude oil from a terminal in Edmonton to refineries in British Columbia and the State of Washington. The pipe line is also connected to a marine terminal at Burnaby, B.C. for the purpose of handling offshore shipments of petroleum.

The 780-mile system crosses two mountain ranges and travels through some of the most rugged terrain traversed by any pipe line in the world.

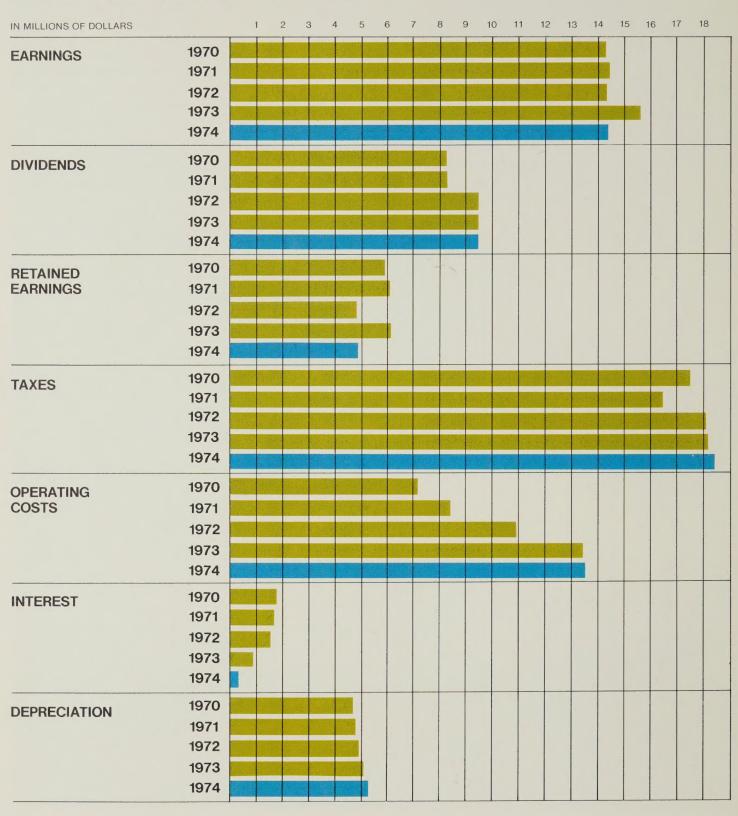
There are twenty pump stations in the existing facilities, sixteen stations being remotely controlled from master stations at Edmonton, Edson, Kamloops and Sumas.

The head office of Trans Mountain is located in Vancouver. It is here that trunk line scheduling is hardled by oil movements personnel. Shift dispatchers working around the clock coordinate with personnel at the master stations to assure that the schedule is met.



5 YEAR COMPARISON

EARNINGS, DIVIDENDS, RETAINED EARNINGS AND EXPENSES



CONSOLIDATED STATEMENTS OF EARNINGS AND RETAINED EARNINGS

Year Ended December 31

EARNINGS	1974	1973
Income:	\$54.000.005	450 770 000
Operating revenue	\$51,069,635	\$52,772,268
Income from investments	803,007	371,195
Sundry income	168,971	87,762
	52,041,613	53,231,225
Charges:		
Operating expenses, other than those stated below	13,553,303	13,479,590
Taxes, other than income taxes	2,704,466	2,373,481
Provision for depreciation (Note 1)	5,364,542	5,115,846
Interest on long term debt	343,548	753,204
Exchange loss (gain) on consolidation of		
U.S. subsidiary (Note 1)	11,056	(20,269)
	21,976,915	21,701,852
Earnings before income taxes	30,064,698	31,529,373
Provision for income taxes (Note 1):		
Current	15,864,648	15,670,200
Deferred	(151,648)	234,800
	15,713,000	15,905,000
Earnings for the year	\$14,351,698	\$15,624,373
Earnings per share	\$ 1.89	\$ 2.06
	,	
DETAINED FARMINGS		
RETAINED EARNINGS		
Retained earnings at beginning of year	\$50,908,631	\$44,760,086
Earnings for the year	14,351,698	15,624,373
	65,260,329	60,384,459
Dividends — \$1.25 per share (1973 — \$1.25)	9,475,800	9,475,828
Retained earnings at end of year	\$55,784,529	\$50,908,631

CONSOLIDATED BALANCE SHEET

ASSETS	December 31	
Comment and the	1974	1973
Current assets: Cash	¢ 202.120	¢ 006 201
Short term bank deposits and commercial notes	\$ 302,129 5,310,457	\$ 236,301 3,291,600
Government securities, at amortized cost	3,510,437	3,231,000
(market value — \$32,884; 1973 — \$31,117)	33,270	33,270
Accounts receivable	4,480,417	4,762,338
Income taxes recoverable	_	143,362
Inventory —		
Supplies, at or below cost	1,838,785	1,743,309
Oil, at market value	68,162	245,489
Prepaid expenses	164,347	285,683
	12,197,567	10,741,352
Other assets and deferred charges:		
Deposits, mortgages and deferred charges	1,249,657	1,317,548
Investments, at cost —	,_,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	,,,,,,,,,
Marketable (market value \$697,000)	693,525	_
Other	12,160	12,160
	1,955,342	1,329,708
Fixed assets (Note 2):		
Plant, at cost	162,965,232	162,216,131
Less: Accumulated depreciation	94,686,499	89,754,894
	68,278,733	72,461,237
	00,270,733	12,401,201
	\$82,431,642	\$84,532,297
	Advantage Control of the Control of	

TRANS MOUNTAIN PIPE LINE COMPANY LTD.

AND WHOLLY OWNED SUBSIDIARY COMPANIES

LIABILITIES	December 31	
	1974	1973
Current liabilities: Accounts payable Income taxes payable Accrued interest Portion of long term debt currently payable (Note 3)	\$ 1,404,637 306,590 — — — 1,711,227	\$ 1,526,063 ————————————————————————————————————
Long term debt (Note 3)	_	2,000,000
Deferred income taxes (Note 1)	9,150,119	9,301,767
SHAREHOLDERS' EQUITY		
Capital stock (Note 4): Authorized — 25,000,000 shares without nominal or par value Issued —		
7,580,640 shares	15,785,767	15,785,767
Retained earnings	55,784,529 71,570,296	50,908,631 66,694,398
Signed on behalf of the Board:	\$82,431,642	\$84,532,297
Director Director		

CONSOLIDATED STATEMENT OF SOURCE AND DISPOSITION OF WORKING CAPITAL

Year Ended December 31

Source:	1974	1973
From operations	\$19,564,592	\$20,975,019
Sale of fixed assets	86,822	39,834
Decrease in other assets and deferred charges	67,891	
Sale of interest in partly owned subsidiary	——————————————————————————————————————	1,500,000
	19,719,305	22,514,853
Disposition:	:	·
Additions to fixed assets	1,268,860	6,151,401
Reduction in long term debt	2,000,000	3,000,000
Increase in investments	693,525	
Increase in other assets and deferred charges		1,106,641
Dividends paid	9,475,800	9,475,828
	13,438,185	19,733,870
Increase in working capital	6,281,120	2,780,983
Working capital at beginning of year	4,205,220	1,424,237
Working capital at end of year	\$10,486,340	\$ 4,205,220

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 1974

1. ACCOUNTING POLICIES:

(a) Principles of consolidation-

The consolidated financial statements include the accounts of Trans Mountain Pipe Line Company Ltd. and its subsidiaries, Trans Mountain Enterprises of British Columbia Limited, Trans Mountain Housing Limited and Alpac Construction & Surveys Limited in Canada and Trans Mountain Oil Pipe Line Corporation in the United States, all of which are wholly owned.

(b) Foreign currency translations-

The accounts of Trans Mountain Oil Pipe Line Corporation, the United States subsidiary company which owns and operates the pipe line in the State of Washington, and United States dollar balances of Trans Mountain Pipe Line Company Ltd. have been expressed in Canadian dollars on the following bases:

Current assets and liabilities, at the rate of exchange on December 31;

Fixed assets and deferred income taxes, at historical rates of exchange;

Accumulated depreciation, on the basis of the equivalent Canadian dollar cost of the related fixed assets;

Income and expenses, except depreciation, at month-end rates of exchange.

(c) Depreciation of fixed assets-

Depreciation is provided on the straight-line method on the basis of service life according to class of asset at rates varying from 2¼% to 20%. The average rate on depreciable assets was 3.33% in 1974 and 3.21% in 1973.

(d) Income taxes—

The Companies record income taxes on the tax allocation basis and have claimed capital cost allowances for income tax purposes, cumulatively in excess of the depreciation recorded in the accounts, resulting in the deferment of income taxes. In 1974 depreciation provided in the accounts exceeds the allowances that may be claimed for income tax purposes resulting in a portion of income taxes previously deferred becoming payable currently. Accordingly, the current tax provision has been offset by a credit of \$151,648 with a corresponding charge to deferred income taxes.

2. FIXED ASSETS:

_ ,			
Fixed.	assets	compr	ise-

Thou does comprise		1974		1973
	Cost	Accumulated Depreciation	Net book value	Net book value
Land	\$ 646,621	\$ —	\$ 646,621	\$ 629,743
Rights of way	689,306	388,262	301,044	323,318
Crude oil pipe line	109,103,023	64,309,230	44,793,793	47,898,369
Pumping and other equipment	26,731,239	17,955,027	8,776,212	9,088,162
Buildings and tanks	23,573,425	11,586,655	11,986,770	11,989,700
Incomplete construction	418,377		418,377	1,207,782
Expenditures made for indefinite future				
expansion of the system	1,803,241	447,325	1,355,916	1,324,163
	\$162,965,232	\$94,686,499	\$68,278,733	\$72,461,237

3. LONG TERM DEBT:

The balance of long term debt, consisting of a bank loan, was repaid in 1974.

4. INCENTIVE STOCK OPTION PLAN:

Under the terms of an employees' incentive stock option plan approved by the shareholders on April 8, 1970, and which expires February 10, 1980, options may be granted to key employees to purchase not more than 75,000 of the unissued shares of the Company at 90% of the market value on the date on which such options are granted. Options may not be exercised within the first year after they are granted. Options granted to certain key employees on April 8, 1970 to purchase 46,000 shares were exercised in 1971. Options for the remaining 29,000 shares, granted on November 7, 1973 at a price of \$13.8375 per share, being 90% of the market value on that date, were outstanding at December 31, 1974.

5. REMUNERATION OF DIRECTORS AND OFFICERS:

The remuneration received by directors and officers of the Company, (of which \$800 was received by directors from a subsidiary company) is as follows—

Directors		Officers		Officers who are
Number	Amount	Number Amount		also directors
10	\$24,100	4	\$189,775	1

AUDITORS' REPORT

To the Shareholders of Trans Mountain Pipe Line Company Ltd.:

We have examined the consolidated balance sheet of Trans Mountain Pipe Line Company Ltd. and wholly owned subsidiary companies as at December 31, 1974 and the consolidated statements of earnings, retained earnings, and source and disposition of working capital for the year then ended. Our examination included a general review of the accounting procedures and such tests of accounting records and other supporting evidence as we considered necessary in the circumstances.

In our opinion these consolidated financial statements present fairly the financial position of the Companies as at December 31, 1974 and the results of their operations and the source and disposition of their working capital for the year then ended, in accordance with generally accepted accounting principles applied on a basis consistent with that of the preceding year.

January 31, 1975 Vancouver, B.C.

PRICE WATERHOUSE & CO., Chartered Accountants

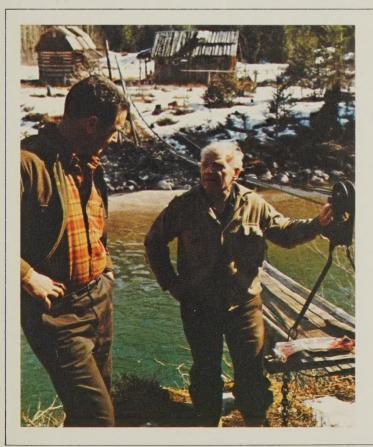


left and below right: The company has a marine terminal for offshore shipments of petroleum, located on Burrard Inlet in Burnaby, B.C. Both refrigerated propane and crude oil are handled through this facility. In these pictures the tanker Aigle D'or is shown arriving March 5, 1974 at the dock for a cargo of crude oil.

below left: Archie McMillan, an instrument technician at Kamloops, calibrating a governor control unit.



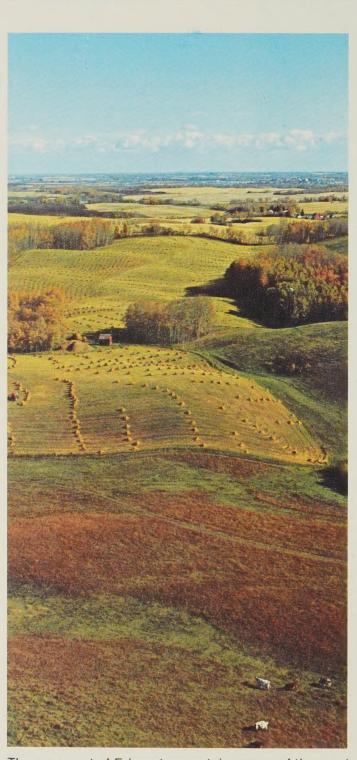




The company's pipeline maintenance people take pride in maintaining good relationships with the land-owners in their areas. One of the most unique situations is 84-year-old landowner Alex Revny who has lived in a remote spot in the Coquihalla Canyon some 15 miles northeast of Hope for over 40 years. He has two homes on his property which are separated by the turbulent waters of the Coquihalla River. For years he has spent his summers in the cabin on the east side of the river, then when the snows come he winters in the log cabin on the west side because it's easier to reach from the road. He crosses back and forth in a homemade cable car suspended over the river.

Trans Mountain's PLM Supervisor Jim Boydell and Alex have been good friends for years. Jim rarely goes by the Revny homestead without dropping off some mail or supplies for Alex.

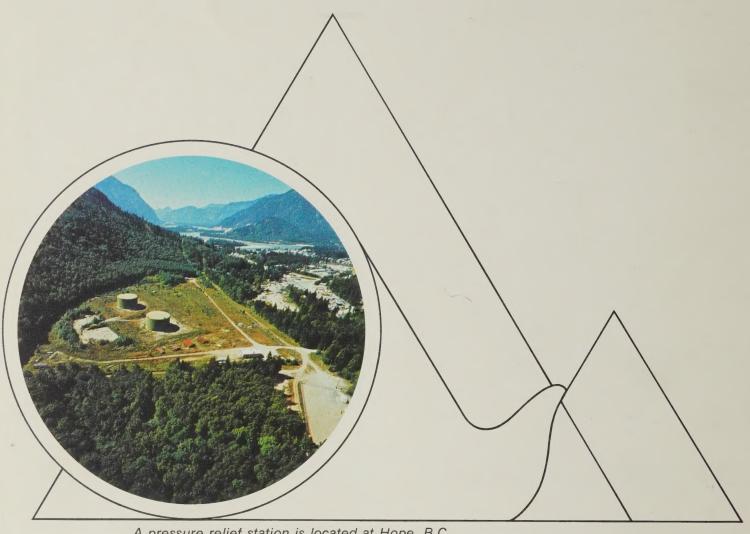
10 YEAR SUMMARY



The area west of Edmonton contains some of the most beautiful farmlands in the country. Buried beneath these fields lies the Trans Mountain pipeline with its silent river of crude oil.

FINANCIA	AL (in thousands of dollars)
Revenue	
Expense	(including depreciation)
Income to	axes
Net earni	ngs
Net e	earnings per share
Dividend	s distributed
Perc	entage of net earnings paid
Divid	lends paid per share
Working	capital
_	dditions to pipe line system
	nt in plant (original cost)
	nt in plant
	accumulated depreciation)
	debt—(after deducting payments
_	vithin one year)
	f shares issued
	f shareholders
	dian
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U.K.	
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U.K. Othe	EMENT STATISTICS (in thousands of barrels)
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1974	1973	1972	1971	1970	1969	1968	1967	1966	1965
\$ 52,042	53,231	52,978	45,735	45,555	41,679	36,739	40,445	35,825	32,934
\$ 21,977	21,702	19,644	17,045	15,751	15,253	14,729	14,932	14,389	14,057
\$ 15,713	15,905	15,984	14,318	15,552	13,894	11,516	12,590	10,980	9,550
\$ 14,352	15,624	14,321	14,372	14,252	11,758	10,493	12,933	10,456	9,327
\$ 1.89	2.06	1.89	1.89	1.89	1.56	1.39	1.71	1.39	1.24
\$ 9,476	9,476	9,476	8,326	8,288	8,288	8,288	9,418	8,288	7,535
66%	61%	66%	58%	58%	70%	79%	73%	79%	81%
\$ 1.25	1.25	1.25	1.10	1.10	1.10	1.10	1.25	1.10	1.00
\$ 10,486	4,205	1,424	7,268	7,508	5,208	5,587	7,687	6,783	10,322
\$ 1,269	6,151	4,025	4,422	1,644	1,274	1,696	1,409	4,189	1,156
\$ 162,965	162,216	156,323	152,578	148,282	146,669	150,871	149, 441	148,835	146,319
\$ 68,279	72,461	71,466	72,437	72,882	76,025	83,350	86,990	90,911	92,551
\$ —	2,000	5,000	20,000	28,581	34,630	41,428	46,953	53,204	59,854
7,580,640	7,580,640	7,580,640	7,580,640	7,534,640	7,534,640	7,534,640	7,534,640	7,534,640	7,534,640
15,058	15,100	15,568	16,609	19,247	20,066	20,818	20,734	20,156	18,178
14,229	14,255	14,671	15,682	18,251	19,018	19,768	19,703	19,127	17,092
734	738	766	777	827	866	885	861	868	932
36	36	39	46	55	56	57	60	61	59
59	71	92	104	114	126	108	110	100	95
1974	1973	1972	1971	1970	1969	1968	1967	1966	1965
120,875	124,274	123,474	99,954	99,609	90,753	79,799	87,702	78,099	69,767
11,802	14,844	16,663	17,784	18,494	18,554	16,368	14,513	13,324	10,477
132,677	139,118	140,137	117,738	118,103	109,307	96,167	102,215	91,423	80,244
2,228	2,024	1,615	1,571	664	_	_	_	_	_
3,001	3,014	3,137	2,510	3,163	2,998	2,275	2,039	614	_
7	_	77	95	175	64	51	110	14	_
3,008	3,014	3,214	2,605	3,338	3,062	2,326	2,149	628	
42,341	42,135	38,189	36,933	34,910	30,580	33,661	31,800	30,062	25,785
73,651	93,848	101,194	79,279	81,842	78,714	62,624	70,191	61,232	53,953
16,255	3,370	101,194	1,121	853	70,714	02,024 —	582	01,202	-
132,247	139,353	139,383	117,333	117,605	109,294	96,285	102,573	91,294	79,738
2,225	2,023	1,613	1,570	659	100,204	30,203	102,070	J1,257	70,700
2,223	2,023	1,013	1,370	003					*
2,925	2,924	3,468	2,430	3,334	3,276	2,221	2,226	270	_



A pressure relief station is located at Hope, B.C. where the pipeline right-of-way emerges from the Coquihalla Canyon and begins the final leg down the Fraser Valley to its termination on the Pacific Coast.